

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

TOUCHTUNES MUSIC CORP.,

Plaintiff,

against

ROWE INTERNATIONAL CORP.,  
ARACHNID, INC., AMI  
ENTERTAINMENT,, INC. and MERIT  
INDUSTRIES, INC. d/b/a MERIT  
ENTERTAINMENT,

Defendants.

ARACHNID, INC.,

Counterclaim Plaintiff,

against

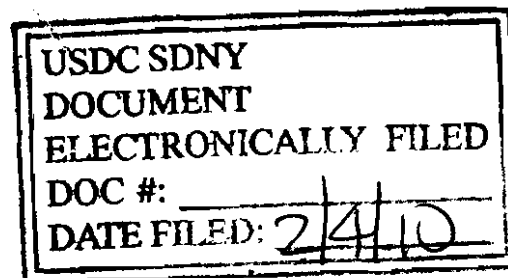
TOUCHTUNES MUSIC CORP.,

Counterclaim Defendant.

No. 07 Civ. 11450 (RWS)

**[PROPOSED] ORDER REGARDING  
NON-PARTY DISCOVERY**

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As set forth in open court on January 20, 2010, non-party Google Inc. ("Google") shall make a supplemental production (the "Supplemental Production") to Defendant/Counterclaim Plaintiff Arachnid, Inc. ("Arachnid"). Google shall use reasonable efforts to complete this production by February 10, 2010. In the event that Google cannot complete the Supplemental Production by February 10, 2010 notwithstanding the exercise of its reasonable efforts, Google shall so advise Arachnid.

As set forth in open court on January 20, 2010, the scope of the Supplemental Production shall be limited to documents concerning those DFP features and functionalities actually used by Plaintiff/Counterclaim Defendant TouchTunes Music Corp. ("TouchTunes"), as set forth in

Response No. 35 of TouchTunes's Objections and Responses to Arachnid's Second Set of Interrogatories, dated December 14, 2009.

In addition to the limitation set forth in the preceding paragraph, Google's production obligation in connection with the Supplemental Production shall be further limited to production of the following types of documents only:

- Documents describing how to use or interface with Google's DART and DFP products.
- Documents describing communications with Google's DART and DFP products, including message formats, tag creation, and other information necessary to understand the information being passed between TouchTunes and Google.
- Documents describing how Google processes information in its DART and DFP products to create any subsequent information for transfer to a user, such as TouchTunes.

Google shall not be required to produce computer code of any sort in connection with the Supplemental Production.

TouchTunes shall certify its Objections and Responses to Arachnid's Second Set of Interrogatories, dated December 14, 2009.

IT IS SO ORDERED.

New York, NY;

2/3, 2009

  
Robert W. Sweet, U.S.D.J.